

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (KJC)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Relates to D.I. 32034

**JOINT CERTIFICATION OF COMPLETION OF BRIEFING REGARDING
MOTION OF LUKINS & ANNIS P.S. FOR AN ALLOCATION
OF THE ZAI CLASS ACTION COMMON FUND FEE AWARD**

THE UNDERSIGNED COUNSEL TO Lukins & Annis, P.S., (“**Lukins & Annis**”) and ZAI Class Counsel (“**ZAI Class Counsel**”) hereby jointly certify that briefing on the Motion of Lukins & Annis, P.S. for an Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32034; the “**Motion**”) in the above captioned proceeding is complete. The following pleadings are relevant to the Court’s consideration of the Motion:

1. Order Granting Motion of ZAI Class Counsel for a Common Fund Fee Award (Docket No. 31985; entered April 3, 2014)
2. Order Appointing Rule 706 Expert Regarding Lukins & Annis Fee Allocation Claim (Docket No. 31986; entered April 3, 2014)
3. Motion of Lukins & Annis, P.S. for an Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32034; filed April 18, 2014)
4. Response of Reorganized Debtors' to the Motion of Lukins & Annis, P.S. for an Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32058; filed April 28, 2014)

¹ The Reorganized Debtors consist of the following 17 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co. – Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

5. Response to the Lukins & Annis Motion for Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32061; filed April 28, 2014)
6. Response of Judge Alexander M. Sanders, Jr., PD FCR to Motion of Lukins & Annis for Common Fund Fee Award (Docket No. 32062; filed April 28, 2014)
7. Objection to Motion of Lukins & Annis, P.S. for an Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32063; filed April 28, 2014)
8. Lukins & Annis, P.S.'s Reply Re: Motion for an Allocation of the ZAI Class Action Common Fund Fee Award (Docket No. 32181; filed May 12, 2014)
9. Declaration of Terence R. Whitten (Docket No. 32182; filed May 12, 2014)
10. Supplemental Declaration of Jed W. Morris (Docket No. 32183; filed May 12, 2014)
11. Declaration in Support of ZAI Class Counsel's Opposition to Motion of Lukins & Annis, P.S. for an Allocation of the ZAI Class Action Common Fund Fee Award (Kristy L. Bergland) (Docket No. 32247; filed June 3, 2014)
12. Rule 706 Expert Report of Judith K. Fitzgerald (Docket No. 32259; filed June 25, 2014)²
13. Response of ZAI Class Counsel's Response to Report of Judge Fitzgerald (Docket No. 32275; filed July 7, 2014)
14. Response Lukins & Annis P.S.'s Response to Rule 706 Expert Report of Judith K. Fitzgerald (Docket No. 32276; filed July 7, 2014)
15. Motion for Leave to File ZAI Class Counsel's Reply to Lukins & Annis, P.C.'s Response to Rule 706 Expert Report of Judith K. Fitzgerald (Docket No. 32283; filed July 7, 2014)

Concurrently herewith, the parties are also submitting to chambers (1) an agreed exhibit binder containing the time records of Lukins & Annis P.S. and ZAI Class Counsel that were submitted to Judith K. Fitzgerald in connection with her preparation of the Rule 706 Expert Report (Docket No. 32259), and (2) a binder containing all pleadings identified on Exhibit 2 to Judge Fitzgerald's report other than the pleadings identified above.

² Exhibit 2 to the Rule 706 Expert Report lists all of the pleadings considered by Judith K. Fitzgerald in preparing her Rule 706 Expert Report. Some or all of the pleadings referenced in Exhibit 2 that are not specifically listed in this Joint Certification may also be relevant to the Motion.

Dated: August 5, 2014
Wilmington, Delaware

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